

EXHIBIT A
ACKNOWLEDGEMENT AND CONSENT
OF
[FOUNDATION SHAREHOLDER]

[Foundation Shareholder], a Washington nonprofit corporation formed under RCW Chapter 24.03 and sole voting member of PREMERA, a Washington nonprofit miscellaneous corporation formed under RCW Chapter 24.06, and transferee of PREMERA's remaining assets on PREMERA's dissolution, acknowledges and confirms that Foundation Shareholder] takes such transferred assets subject to:

- (1) the limitations on the use of the distributed assets included in PREMERA's articles of incorporation; and
- (2) that certain Stock Restrictions Agreement, dated as of [], 200[], by and among PREMERA, [New PREMERA Corp.] and [Foundation Shareholder].

[FOUNDATION SHAREHOLDER]

By: _____
Its: _____